

IN THE SPECIFICATION:

Please amend the paragraph at page 11, lines 19-26 as follows:

In addition, the layers may be formed using a variety of techniques. These include deposition or evaporation (including e-beam evaporation) or thermal spray techniques such as plasma spray of layers of material, such as Li_3N or an ionically conductive glass (e.g., LiPON). Also, as noted above, the active metal electrode adjacent layer may be formed *in situ* from the non-deleterious reaction of one or more precursors with the active metal electrode. For example, a Li_3N layer may be formed on a Li anode by contacting ~~CuN_3~~ Cu_3N with the Li anode surface, or Li_3P may be formed on a Li anode by contacting red phosphorus with the Li anode surface.

Please amend the paragraph bridging pages 11 and 12 as follows:

Such compositions, components and methods for their fabrication are described in U.S. Provisional Patent Application No. 60/418,899, filed October 15, 2002, titled IONICALLY CONDUCTIVE COMPOSITES FOR PROTECTION OF ANODES AND ELECTROLYTES, its corresponding US Patent application No. 10/686,189 (~~Attorney Docket No. PLUSP027~~ now U.S. Patent No. 7,282,296), filed October 14, 2003, and titled IONICALLY CONDUCTIVE COMPOSITES FOR PROTECTION OF ACTIVE METAL ANODES, US Patent application No. 10/731,771 (~~Attorney Docket No. PLUSP027X1~~ now U.S. Patent No. 7,282,302), filed December 5, 2003, and titled IONICALLY CONDUCTIVE COMPOSITES FOR PROTECTION OF ACTIVE METAL ANODES, and US Patent application No. 10/772,228 (Attorney Docket No. PLUSP039), filed February 3, 2004, and titled IONICALLY CONDUCTIVE MEMBRANES FOR PROTECTION OF ACTIVE METAL ANODES AND BATTERY CELLS. These applications are incorporated by reference herein in their entirety for all purposes.

Please amend the paragraph at page 12, lines 21-26 as follows:

These first layer materials may be contacted with the active metal, or they may be formed *in situ* by contacting lithium (or other active metal) with precursors such as metal nitrides, metal phosphides, metal halides, red phosphorus, iodine and the like. The *in situ* formation of the first layer may be by way of conversion of the precursors to a lithiated analog, for example, according to reactions of the following type (using P, ~~CuN_3~~ Cu_3N , and PbI_2 precursors as examples):

Please amend the paragraph at page 14, lines 1-8 as follows:

The layers may be formed using a variety of techniques. These include deposition or evaporation (including e-beam evaporation) or thermal spray methods such as vacuum plasma spray of layers of material, such as ~~LiN₃~~ Li₃N or an ionically conductive glass. Also, as noted above, the active metal electrode adjacent layer may be formed *in situ* from the non-deleterious reaction of one or more precursors with the active metal electrode. For example, a ~~LiN₃~~ Li₃N layer may be formed on a Li anode by contacting ~~CuN₃~~ Cu₃N with the Li anode surface, or ~~LiP₃~~ Li₃P may be formed on a Li anode by contacting red phosphorus with the Li anode surface.

Please amend the paragraph bridging pages 15 and 16 as follows:

In addition to the protective composite laminates described above, a protective membrane in accordance with the present invention may alternatively be a functionally graded layer, as shown in Fig. 1B. Through the use of appropriate deposition technology such as RF sputter deposition, electron beam deposition, thermal spray deposition, and or plasma spray deposition, it is possible to use multiple sources to lay down a graded film. In this way, the discrete interface between layers of distinct composition and functional character is replaced by a gradual transition of from one layer to the other. The result, as with the discrete layer composites described above, is a bi-functionally compatible ionically conductive composite 120 stable on one side 114 to lithium or other active metal, and on the other side 116 substantially impervious and stable to the cathode/electrolyte-, other battery cell components and preferably to ambient conditions. In this embodiment, the proportion of the first material to the second material in the composite may vary widely based on ionic conductivity and mechanical strength issues, for example. In many, but not all, embodiments the second material will dominate. For example, suitable ratios of first to second materials may be 1-1000 or 1-500, for example about 1 to 200 where the second material has greater strength and ionic conductivity than the first (e.g., 2000Å of LiPON and 20-30microns of OHARA glass-ceramic). The transition between materials may occur over any (e.g., relatively short, long or intermediate) distance in the composite. To form a protected anode, lithium is then bonded to the graded membrane on the first component material (stable to active metal) side of the graded composite protective layer, for example as described in US Patent application No. 10/686,189 (~~Attorney Docket No. PLUSP027~~ now U.S. Patent No. 7,282,296), filed October 14, 2003, and titled IONICALLY CONDUCTIVE COMPOSITES FOR

PROTECTION OF ACTIVE METAL ANODES, US Patent application No. 10/731,771 (Attorney Docket No. ~~PLUSP027X1~~ now U.S. Patent No. 7,282,302), filed December 5, 2003, and titled IONICALLY CONDUCTIVE COMPOSITES FOR PROTECTION OF ACTIVE METAL ANODES, and US Patent application No. 10/772,228 (Attorney Docket No. PLUSP039), filed February 3, 2004, and titled IONICALLY CONDUCTIVE MEMBRANES FOR PROTECTION OF ACTIVE METAL ANODES AND BATTERY CELLS, previously incorporated by reference herein.